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and Co-Lead Counsel

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

IN RE WELLS FARGO & COMPANY
 SHAREHOLDER DERIVATIVE
 LITIGATION

Lead Case No. 3:16-cv-05541-JST

**STIPULATION AND ~~PROPOSED~~
 ORDER SETTING BRIEFING
 SCHEDULE**

The Honorable Jon S. Tigar

WHEREAS, on January 12, 2017, the Court appointed Fire and Police Pension Association of Colorado and The City of Birmingham Retirement and Relief System as Lead Plaintiffs, and appointed Lieff Cabraser Heimann & Bernstein LLP and Saxena White P.A. as Co-Lead Counsel [Dkt. 70];

WHEREAS, pursuant to the Court's December 12, 2016 Order, Lead Plaintiffs' Consolidated Complaint shall be filed March 13, 2017, Defendants' responses to the Consolidated Complaint shall be filed sixty days following the filing of the Consolidated Complaint, oppositions to any motions filed by Defendants shall be filed sixty days after the filing of the motions, and reply briefs shall be filed within thirty days thereafter [Dkt. 39];

WHEREAS, the parties have conferred and agree that the interests of expediting consideration of the threshold demand futility issue in this matter, while preserving the Defendants' right to assert other defenses if necessary (including by motion or otherwise), would be best served by modifying the deadlines previously set in the December 12, 2016 Order;

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, between Lead Plaintiffs, by and through their counsel, and Defendants, by and through their counsel, that the following schedule shall be in effect for the filing of the Consolidated Complaint and briefing on the question of whether Lead Plaintiffs' Consolidated Complaint adequately pleads demand futility:

Last Day to File Consolidated Complaint: February 24, 2017

Last Day to File Motion to Dismiss on Demand Futility: March 21, 2017

Last Day to File Response to Motion to Dismiss: April 7, 2017

Last Day to File Reply to Responses: ~~April 21, 2017~~ April 14, 2017

Hearing on Motion to Dismiss: May 4, 2017, 2 pm

Dated: February 8, 2017

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By: /s/ Richard M. Heimann

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ATTESTATION PURSUANT TO GENERAL ORDER 45

I, Richard M. Heimann, in compliance with General Order 45, Section X(B), hereby attest that I obtained the concurrence of all of the above-listed counsel in filing this document.

DATED: February 8, 2017

/s/ Richard M. Heimann

Richard M. Heimann

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ORDER

THE FOREGOING STIPULATION IS APPROVED AND IT IS SO ORDERED.

Dated: February 8, 2017



THE HONORABLE JON S. TIGAR
UNITED STATES DISTRICT JUDGE